

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W.R. GRACE & CO., <i>et al.</i> ,	§	Jointly Administered
	§	Case No. 01-01139 (KJC)
Debtors.	§	
	§	

**FEE AUDITOR'S FINAL REPORT REGARDING
(A) FINAL FEE APPLICATION OF BUCHANAN INGERSOLL & ROONEY PC FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS FOR
THE PERIOD FROM JULY 22, 2002 THROUGH JUNE 30, 2006;
(B) AMENDED FINAL FEE APPLICATION OF BUCHANAN INGERSOLL &
ROONEY PC FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS
FOR THE PERIOD FROM SEPTEMBER 24, 2004 THROUGH JUNE 30, 2006; AND
(C) FINAL FEE APPLICATION OF BUCHANAN INGERSOLL & ROONEY PC FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF EQUITY HOLDERS
FOR THE PERIOD FROM OCTOBER 26, 2001 THROUGH MAY 21, 2009**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the (A) Final Fee Application of Buchanan Ingersoll & Rooney PC for Allowance of Compensation and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period from July 22, 2002 through June 30, 2006; (B) Amended Final Fee Application of Buchanan Ingersoll & Rooney PC for Allowance of Compensation and Reimbursement of Expenses for the Period from September 24, 2004 through June 30, 2006; and (C) Final Fee Application of Buchanan Ingersoll & Rooney PC for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Official Committee of Equity Holders for the Period from October 26, 2001 through May 21, 2009 (the "Applications").

BACKGROUND

1. Buchanan Ingersoll & Rooney PC (“BIR”) (f/k/a Klett Rooney Lieber & Schorling) was retained as co-counsel to the Official Committee of Equity Holders (the “Equity Committee”) and as co-counsel to the Zonolite Attic Insulation Claimants (the “ZAI Claimants”). In the Applications, BIR seeks approval of fees totaling \$7,148.00 and expenses totaling \$1,956.41 for its services for the ZAI Claimants for the period of April 1, 2006 through June 30, 2006 (the “Twenty-First Interim Period”);¹ and final approval of fees totaling \$1,778,230.00^{2, 3, 4} and expenses totaling \$75,469.77^{5, 6} for its services from October 26, 2001 through May 21, 2009 (the “Final Application Period”).

¹BIR filed monthly applications for these fees and expenses, but they were never included in any of BIR’s quarterly interim fee applications.

²Of this amount, BIR seeks \$90,334.50 for its services for the ZAI Claimants and \$1,687,895.50 for its services for the Equity Committee.

³We note that the total of the fees requested in BIR’s 36 prior fee applications, plus the compensation sought for the Twenty-First Interim Period, is \$1,778,230.50. It does not appear that BIR has deducted from this amount any of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$1,778,230.00. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

⁴We note that although BIR has requested final approval of fees totaling \$1,778, 230.00, we calculate BIR’s total requested fees during the course of the case at \$1,778,230.50, for a difference of \$0.50. However, as this discrepancy is *de minimis* and in favor of the estate, we did not inquire about this issue.

⁵Of this amount BIR seeks \$19,575.65 for its services for the ZAI Claimants and \$55,894.12 for its services for the Equity Committee.

⁶We note that the total of the expenses requested in BIR’s 36 prior fee applications, plus the expenses sought for the Twenty-First Interim Period, is \$75,451.47. It does not appear that BIR has deducted from this amount any of the reductions ordered by the Court for the prior interim periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$75,469.77. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Applications in their entirety, including each of the time and expense entries included in the exhibits to the Applications, for compliance with 11 U.S.C. § 330, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2014, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the “U. S. Trustee Guidelines”), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals. We contacted BIR with questions based upon our review, and we received a response from BIR, portions of which response are reflected herein.

DISCUSSION

Twenty-First Interim Period

3. We have no issues with, or objections to, BIR’s fees and expenses for the Twenty-First Interim Period.

4. Thus, we recommend approval of \$7,148.00 in fees and \$1,956.41 in expenses for BIR’s services for the ZAI Claimants for the Twenty-First Interim Period.

Final Application Period

5. We noted that the original final application which BIR filed for its services for the ZAI Claimants listed BIR’s monthly applications for the Twenty-First Interim Period, but omitted the fee and expense totals for these months from its final fee and expense request. We asked BIR about this omission, and BIR advised us that it would file an amended final fee application to seek

final approval of these amounts. On August 26, 2014, BIR filed an amended final fee application for the ZAI services in which it increased its final fee request from \$83,186.50 to \$90,334.50 and increased its final expense request from \$17,619.24 to \$19,575.65. Because BIR requested final approval of an additional \$7,148.00 in fees and \$1,956.41 in expenses after the May 12, 2014 deadline for final fee applications in these cases, our recommendation for approval of these fees and expenses is contingent upon there being no objection to same by the Court or the United States Trustee.

6. We note that although BIR requested final approval of expenses totaling \$75,469.77, we calculate BIR's total requested expenses over the course of the case at \$75,451.47,⁷ for a difference of \$18.30. There are three reasons for this discrepancy, all of which are found in BIR's final application for the Equity Committee. First, in that application, BIR made a \$0.20 error in totaling the expenses in its monthly fee applications. Second, BIR made a \$0.20 error in listing its expenses for the period of October through December 2007.⁸ Finally, BIR made a \$17.90 error in listing the expenses for the period of April through June 2008.⁹ The sum of each of these errors is \$18.30, and accordingly, we recommend that BIR's final expense request be reduced by \$18.30.

Prior Interim Applications

7. We note that we previously filed the following final reports for BIR's prior interim

⁷This is the amount of BIR's total *requested* expenses and does not reflect any of the Court-approved reductions.

⁸The expenses requested in the quarterly application for that period totaled \$4,462.05, but BIR listed expenses in its final application totaling \$4,462.25, for a difference of \$0.20.

⁹The expenses requested in the quarterly application for the period totaled \$101.20, but BIR listed expenses in its final application totaling \$119.10, for a difference of \$17.90.

applications, which final reports we incorporate by reference herein, and we also note the following orders that ruled on BIR's prior interim fee applications:

1st Period: Fee Auditor's Final Report Regarding Interim Application of Klett Rooney Lieber and Schorling for the First Interim Period (Docket #2837), filed on or about October 18, 2002, in which we recommended approval of fees totaling \$9,637.50 and expenses totaling \$2,969.43 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the First, Second and Third Periods, dated November 25, 2002 (Docket #3091).

4th Period: Fee Auditor's Final Report Regarding Interim Application of Klett Rooney Lieber and Schorling for the Fourth Interim Period (Docket #2457), filed on or about July 29, 2002, in which we recommended approval of fees totaling \$22,532.15 and expenses totaling \$3,682.62 for services for the Equity Committee, reflecting our recommended reductions of \$4,501.35 in fees and \$41.63 in expenses, as further explained in paragraphs 3, 6, 8, 9, 10 and 11 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fourth Period, dated October 9, 2002 (Docket #2797).

5th Period: Fee Auditor's Final Report Regarding Interim Application of Klett Rooney Lieber and Schorling for the Fifth Interim Period (Docket #3027), filed on or about November 19, 2002, in which we recommended approval of fees totaling \$18,331.00 and expenses totaling \$2,014.51 for services for the

Equity Committee, reflecting our recommended reduction of \$158.00 in fees, as further explained in paragraph 5 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifth Period, dated November 25, 2002 (Docket #3092).

6th Period: Fee Auditor's Final Report Regarding Interim Application of Klett Rooney Lieber and Schorling for the Sixth Interim Period (Docket #3320), filed on or about February 5, 2003, in which we recommended approval of fees totaling \$27,368.50 and expenses totaling \$2,718.61 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Sixth Period, dated March 14, 2003 (Docket #3511).

7th Period: Fee Auditor's Final Report Regarding Interim Application of Klett Rooney Lieber and Schorling for the Seventh Interim Period (Docket #3634), filed on or about April 8, 2003, in which we recommended approval of fees totaling \$25,908.00 and expenses totaling \$1,934.35 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Seventh Period, dated July 28, 2003 (Docket #4157).

8th Period: Fee Auditor's Final Report Regarding Fee Application of Klett Rooney Lieber and Schorling for the Eighth Interim Period (Docket #3989), filed on or about July 2, 2003, in which we recommended approval of fees totaling \$17,140.50 and expenses totaling \$634.36 for services for the Equity

Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighth Period, dated September 22, 2003 (Docket #4480).

9th Period: Fee Auditor's Final Report Regarding Fee Application of Klett Rooney Lieber and Schorling for the Ninth Interim Period (Docket #4437), filed on or about September 17, 2003, in which we recommended approval of fees totaling \$19,261.50 and expenses totaling \$2,084.52 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Ninth Period, dated December 15, 2003 (Docket #4827).

10th Period: Fee Auditor's Final Report Regarding Fee Application of Klett Rooney Lieber and Schorling for the Tenth Interim Period (Docket #5012), filed on or about January 28, 2004, in which we recommended approval of fees totaling \$44,732.50 and expenses totaling \$3,696.65 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Tenth Period, dated April 26, 2004 (Docket #5482).

11th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications With No Fee or Expense Issues for the Eleventh Interim Period (Docket #5675), filed on or about June 1, 2004, in which we recommended approval of fees totaling \$35,237.50 and expenses totaling \$1,326.06 for services for the Equity Committee. These recommendations were adopted in the Order

Approving Quarterly Fee Applications for the Eleventh Period, dated June 16, 2004 (Docket #5822).

12th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twelfth Interim Period (Docket #6320), filed on or about September 3, 2004, in which we recommended approval of fees totaling \$40,575.50 and expenses totaling \$3,110.03 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twelfth Period, dated September 27, 2004 (Docket #6465).

13th Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirteenth Interim Period (Docket #7013), filed on or about November 22, 2004, in which we recommended approval of fees totaling \$56,050.00 and expenses totaling \$1,971.04 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirteenth Period, dated January 26, 2005 (Docket #7622).

14th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Fourteenth Interim Period (Docket #7982), filed on or about March 8, 2005, in which we recommended approval of fees totaling \$61,893.00 and expenses totaling \$4,063.50 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fourteenth Interim Period,

dated March 22, 2005 (Docket #8081).

15th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Fifteenth Interim Period (Docket #8561), filed on or about June 6, 2005, in which we recommended approval of fees totaling \$74,535.50 and expenses totaling \$2,445.24 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Fifteenth Period, dated June 29, 2005 (Docket #8728).

16th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Sixteenth Interim Period (Docket #9387), filed on or about September 12, 2005, in which we recommended approval of fees totaling \$60,212.00 and expenses totaling \$1,845.40 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Sixteenth Period, dated September 27, 2005 (Docket #9513).

16th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll PC for the Sixteenth Interim Period (Docket #9351), filed on or about September 7, 2005, in which we recommended approval of fees totaling \$38,544.00 and expenses totaling \$8,847.96 for services for the ZAI Claimants. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Sixteenth Interim Period, dated September 27, 2005 (Docket #9513).

17th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Seventeenth Interim Period (Docket #11168), filed on or about November 28, 2005, in which we recommended approval of fees totaling \$57,936.00 and expenses totaling \$913.84 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Seventeenth Period, dated December 21, 2005 (Docket #11402).

17th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll PC for the Seventeenth Interim Period (Docket #11055), filed on or about November 14, 2005, in which we recommended approval of fees totaling \$6,332.00 and expenses totaling \$1,610.46 for services for the ZAI Claimants. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Seventeenth Period, dated December 21, 2005 (Docket #11402).

18th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Eighteenth Interim Period (Docket #12019), filed on or about March 9, 2006, in which we recommended approval of fees totaling \$54,609.50 and expenses totaling \$951.73 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighteenth Period, dated March 27, 2006 (Docket #12121).

18th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll

PC for the Eighteenth Interim Period (Docket #11929), filed on or about March 3, 2006, in which we recommended approval of fees totaling \$13,009.50 and expenses totaling \$4,385.83 for services for the ZAI Claimants. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Eighteenth Period, dated March 27, 2006 (Docket #12121).

19th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Nineteenth Interim Period (Docket #12525), filed on or about May 25, 2006, in which we recommended approval of fees totaling \$62,973.50 and expenses totaling \$639.67 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Nineteenth Period, dated June 16, 2006 (Docket #12660).

19th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll PC for the Nineteenth Interim Period (Docket #12518), filed on or about May 25, 2006, in which we recommended approval of fees totaling \$9,583.00 and expenses totaling \$1,068.04 for services for the ZAI Claimants. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Nineteenth Period, dated June 16, 2006 (Docket #12660).

20th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twentieth Interim Period (Docket

#13183), filed on or about September 8, 2006, in which we recommended approval of fees totaling \$84,312.00 and expenses totaling \$757.33 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twentieth Period, dated September 26, 2006 (Docket #13298).

20th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll PC for the Twentieth Interim Period (Docket #13112), filed on or about August 30, 2006, in which we recommended approval of fees totaling \$15,718.00 and expenses totaling \$1,706.95 for services for the ZAI Claimants. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twentieth Period, dated September 26, 2006 (Docket #13298).

21st Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-First Interim Period (Docket #13963), filed on or about December 8, 2006, in which we recommended approval of fees totaling \$38,250.00 and expenses totaling \$293.96 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-First Period, dated December 19, 2006 (Docket #14069).

22nd Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Second Interim Period (Docket #14868), filed on or about March 15, 2007, in which we

recommended approval of fees totaling \$68,440.00 and expenses totaling \$8,271.48 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Second Period, dated May 3, 2007 (Docket #15494).

23rd Period: Fee Auditor's Amended Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Third Interim Period (Docket #16037), filed on or about June 13, 2007, in which we recommended approval of fees totaling \$108,758.00 and expenses totaling \$165.14 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Third Period, dated June 20, 2007 (Docket #16105).

24th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Fourth Interim Period (Docket #16786), filed on or about September 10, 2007, in which we recommended approval of fees totaling \$134,316.00 and expenses totaling \$903.61 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Fourth Period, dated September 25, 2007 (Docket #16916).

25th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Fifth Interim Period (Docket #17542), filed on or about December 4, 2007, in which we recommended approval of fees totaling \$113,634.00 and expenses totaling \$379.95 for

services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Fifth Period, dated December 13, 2007 (Docket #17629).

26th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Sixth Interim Period (Docket #18176), filed on or about February 29, 2008, in which we recommended approval of fees totaling \$53,487.50 and expenses totaling \$541.35 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Sixth Period, dated March 12, 2008 (Docket #18270).

27th Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Twenty-Seventh Interim Period (Docket #18887), filed on or about June 9, 2008, in which we recommended approval of fees totaling \$44,499.00 and expenses totaling \$4,462.05 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Seventh Period, dated June 23, 2008 (Docket #18989).

28th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll & Rooney, PC, for the Twenty-Eighth Interim Period (Docket #19129), filed on or about July 22, 2008, in which we recommended approval of fees totaling \$47,090.50 and expenses totaling \$224.00 for services for the Equity Committee, reflecting our recommended reduction of \$102.05 in expenses,

as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Eighth Period, dated October 1, 2008 (Docket #19663).

29th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll & Rooney, PC, for the Twenty-Ninth Interim Period (Docket #20003), filed on or about November 12, 2008, in which we recommended approval of fees totaling \$59,727.32 and expenses totaling \$101.20 for services for the Equity Committee, reflecting our recommended reduction of \$1,215.68 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Twenty-Ninth Period, dated December 17, 2008 (Docket #20283).

30th Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll & Rooney, PC, for the Thirtieth Interim Period (Docket #20927), filed on or about March 6, 2009, in which we recommended approval of fees totaling \$59,625.43 and expenses totaling \$1,013.73 for services for the Equity Committee, reflecting our recommended reduction of \$1,471.57 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirtieth Period, dated April 2, 2009 (Docket #21173).

31st Period: Fee Auditor's Combined Final Report Regarding Those Fee Applications with No Fee or Expense Issues for the Thirty-First Interim Period (Docket

#22047), filed on or about June 10, 2009, in which we recommended approval of fees totaling \$64,231.00 and expenses totaling \$1,291.38 for services for the Equity Committee. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-First Period, dated July 7, 2009 (Docket #22354).

32nd Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll & Rooney, PC, for the Thirty-Second Interim Period (Docket #22923), filed on or about August 21, 2009, in which we recommended approval of fees totaling \$67,892.00 and expenses totaling \$137.90 for services for the Equity Committee, reflecting our recommended reduction of \$277.50 in fees, as further explained in paragraph 3 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Second Period, dated September 28, 2009 (Docket #23352).

33rd Period: Fee Auditor's Final Report Regarding Fee Application of Buchanan Ingersoll & Rooney, PC, for the Thirty-Third Interim Period (Docket #23847), filed on or about November 24, 2009, in which we recommended approval of fees totaling \$46,884.98 and expenses totaling \$187.50 for services for the Equity Committee, reflecting our recommended reduction of \$190.02 in fees, as further explained in paragraphs 3 and 4 of that final report. These recommendations were adopted in the Order Approving Quarterly Fee Applications for the Thirty-Third Period, dated December 11, 2009 (Docket #23996).

8. We have reviewed the final reports and orders allowing fees and expenses for the prior interim periods, and we do not believe there is any reason to change any of the amounts awarded for the prior interim periods.

CONCLUSION

9. Thus, we recommend final approval of \$1,770,415.88¹⁰ in fees (\$1,778,230.00^{11, 12, 13},

¹⁰Of this amount, \$90,334.50 is for BIR's services for the ZAI Claimants, and \$1,680,081.38 is for BIR's services for the Equity Committee.

¹¹Of this amount, BIR seeks \$90,334.50 for its services for the ZAI Claimants and \$1,687,895.50 for its services for the Equity Committee.

¹²We note that the total of the fees requested in BIR's 36 prior fee applications, plus the compensation sought for the Twenty-First Interim Period, is \$1,778,230.50. It does not appear that BIR has deducted from this amount any of the reductions ordered by the Court for the prior periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$1,778,230.00. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

¹³We note that although BIR has requested final approval of fees totaling \$1,778, 230.00, we calculate BIR's total requested fees during the course of the case at \$1,778,230.50, for a difference of \$0.50. However, as this discrepancy is *de minimis* and in favor of the estate, we did not inquire about this issue.

minus \$7,814.12)¹⁴ and \$75,307.79¹⁵ in expenses (\$75,469.77^{16, 17} minus \$161.98)¹⁸ for BIR's services for the Final Application Period.

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P.C.



By: _____

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FEE AUDITOR

¹⁴This is the total of the Court-approved reductions for the prior interim periods, not previously deducted by BIR. *See* paragraph 7.

¹⁵Of this amount, \$19,575.65 is for BIR's services for the ZAI Claimants, and \$55,732.14 is for BIR's services for the Equity Committee.

¹⁶Of this amount BIR seeks \$19,575.65 for its services for the ZAI Claimants and \$55,894.12 for its services for the Equity Committee.

¹⁷We note that the total of the expenses requested in BIR's 36 prior fee applications, plus the expenses sought for the Twenty-First Interim Period, is \$75,451.47. It does not appear that BIR has deducted from this amount any of the reductions ordered by the Court for the prior interim periods, which periods are discussed in more detail in paragraph 7, to arrive at the figure it seeks of \$75,469.77. We note that the Court has ruled on the First through Fifty-First Interim Periods, but no ruling has been made on the Fifty-Second Interim Period.

¹⁸This is the sum of our recommended reduction of \$18.30 to correct an error in BIR's final expense request (*see* paragraph 6) plus \$143.68 in Court-approved reductions for the prior interim periods, not previously deducted by BIR (*see* paragraph 7).

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 28th day of August, 2014.

A handwritten signature in blue ink, appearing to read "W. H. Smith", is positioned above a horizontal line.

Warren H. Smith

SERVICE LIST

Notice Parties

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